

RECORDATION NO. 26572-C FILED

MAR 12 '10 -1 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, NW
SUITE 301
WASHINGTON, DC

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 12, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 to Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3 and Lease Supplement No. 4 and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3 and Trust Indenture Supplement No. 4 dated March 9, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The attached document relates to the Memoranda previously filed with the Board under 26572 and 26572-A.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/
Lessor:

Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Section Chief
March 12, 2010
Page 2

Indenture Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: Wachovia Financial Services (as successor
in interest to First Union Rail Corporation)
One First Union Center
Charlotte, NC 28288

A description of the railroad equipment covered by the enclosed document
is:

134 railcars have been remarked and numbered within the series FURX
930735 - FURX 930869 (previously marked within the series RWSX 6001
- RWSX 6135) as more particularly set forth in the attachment to the
document.

A short summary of the document to appear in the index is.

Amendment No. 2 to Memorandum of Equipment Lease Agreement,
Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3
and Lease Supplement No. 4 and Memorandum of Trust Indenture and Security
Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No.
2, Trust Indenture Supplement No. 3 and Trust Indenture Supplement No. 4.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAR 12 '10 -1 00 PM

**AMENDMENT NO. 1 TO
MEMORANDUM OF EQUIPMENT LEASE AGREEMENT,
LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2,
LEASE SUPPLEMENT NO. 3, AND LEASE SUPPLEMENT NO. 4**

**AND
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE
SUPPLEMENT NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3, AND
TRUST INDENTURE SUPPLEMENT NO. 4
(Surface Transportation Board)**

This Amendment No 1 to Memorandum of Equipment Lease Agreement, Lease Supplement Nos. 1, 2, 3, and 4, and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos. 1, 2, 3, and 4 (the "Amendment") is made and entered into this 9 day of March, 2010, pursuant to the Equipment Lease Agreement and Lease Supplements dated September 26, 2006 (the "Lease"), between Wells Fargo Bank Northwest, National Association, as Owner Trustee (the "Lessor"), and Wachovia Financial Services, Inc., a North Carolina corporation, as successor in interest to First Union Rail Corporation (the "Lessee"), and the Trust Indenture and Security Agreement and Trust Indenture Supplements dated as of September 26, 2006 (the "Trust Indenture and Security Agreement") between Wilmington Trust Company, not individually but solely as Indenture Trustee ("Indenture Trustee"), and Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee ("Owner Trustee").

WHEREAS, a Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, and Lease Supplement No. 4 evidencing the Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 26, 2006 at 8:03 a.m., under Recordation Number 26572, and

WHEREAS, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, and Trust Indenture Supplement No. 4 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 26, 2006 at 8:06 a.m., under Recordation Number 26572-A, and

WHEREAS, pursuant to Section 4.2, Duty to Number and Mark Equipment, of the Lease, Lessee is required to file and record in all public offices where the Lease and the Trust Indenture and Security Agreement have been filed, the new identification reporting mark and number for such railcars that have been changed and remain subject to the Lease and the Trust Indenture and Security Agreement; and

NOW THEREFORE, in order to comply with the provisions under the Lease, the Lessee hereby provides the following:

Exhibit 1 attached hereto identifies the railcars subject to the Lease and the Trust Indenture and Security Agreement that have been reported as remarked and renumbered since September 26, 2006.

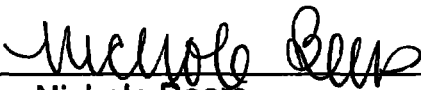
This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust Indenture and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust Indenture and Security Agreement, as to which the Lease and the Trust Indenture and Security Agreement remain in full force and effect.

[The remainder of this page is intentionally left blank.]

Dated this 9 day of March, 2010.

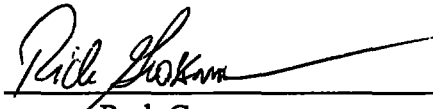
OWNER TRUSTEE (LESSOR):

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**

By: 
Name: Nichole Beers
Title: Assistant Vice President

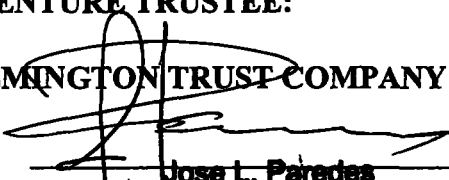
LESSEE:

WACHOVIA FINANCIAL SERVICES, INC.

By: 
Name: Rick Grossman
Title: Managing Director

INDENTURE TRUSTEE:

WILMINGTON TRUST COMPANY

By: 
Name: Jose L. Paredes
Title: Assistant Vice President

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss.

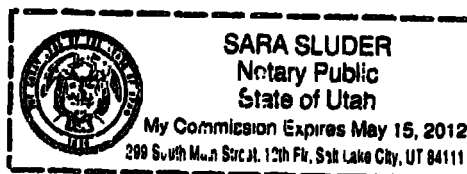
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 04th day of March, 2010 by Nichole Beers, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Sara Sluder
NOTARY PUBLIC

My Commission Expires: May 15, 2012

[Notarial Seal]



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

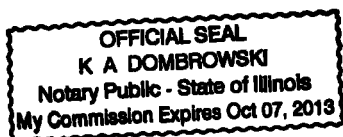
1st The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this February day of February, 2010 by Rick Grossman, as Managing Director of **WACHOVIA FINANCIAL SERVICES, INC.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

K A Dombrowski
NOTARY PUBLIC

My Commission Expires: 10-7-2013

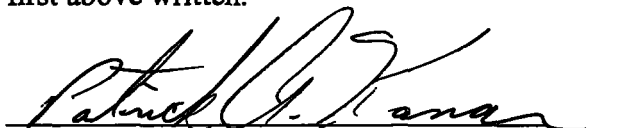
[Notarial Seal]



STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 4 day of March, 2010 by Jose Paredes, as Assistant Vice President of WILMINGTON TRUST COMPANY.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


NOTARY PUBLIC

My Commission Expires: _____ PATRICK A KANAR
Notary Public - State of Delaware
[Notarial Seal] My Comm. Expires April 1, 2010

EXHIBIT 1

COUNT	CAR ID	PRIOR CAR INITIAL	PRIOR CAR NUMBER	CURRENT CAR INITIAL	CURRENT CAR NUMBER
1	158863	RWSX	6001	FURX	930735
2	158864	RWSX	6002	FURX	930736
3	158865	RWSX	6003	FURX	930737
4	158866	RWSX	6004	FURX	930738
5	158867	RWSX	6005	FURX	930739
6	158868	RWSX	6006	FURX	930740
7	158869	RWSX	6007	FURX	930741
8	158870	RWSX	6008	FURX	930742
9	158871	RWSX	6009	FURX	930743
10	158872	RWSX	6010	FURX	930744
11	158873	RWSX	6011	FURX	930745
12	158874	RWSX	6012	FURX	930746
13	158875	RWSX	6013	FURX	930747
14	158876	RWSX	6014	FURX	930748
15	158877	RWSX	6015	FURX	930749
16	158878	RWSX	6016	FURX	930750
17	158879	RWSX	6017	FURX	930751
18	158880	RWSX	6018	FURX	930752
19	158881	RWSX	6019	FURX	930753
20	158882	RWSX	6020	FURX	930754
21	158883	RWSX	6021	FURX	930755
22	158884	RWSX	6022	FURX	930756
23	158885	RWSX	6023	FURX	930757
24	158887	RWSX	6025	FURX	930759
25	158888	RWSX	6026	FURX	930760
26	158889	RWSX	6027	FURX	930761
27	158890	RWSX	6028	FURX	930762
28	158891	RWSX	6029	FURX	930763
29	158892	RWSX	6030	FURX	930764
30	158893	RWSX	6031	FURX	930765
31	158894	RWSX	6032	FURX	930766
32	158895	RWSX	6033	FURX	930767
33	158896	RWSX	6034	FURX	930768
34	158897	RWSX	6035	FURX	930769
35	158898	RWSX	6036	FURX	930770
36	158899	RWSX	6037	FURX	930771
37	158900	RWSX	6038	FURX	930772
38	158901	RWSX	6039	FURX	930773
39	158902	RWSX	6040	FURX	930774
40	158903	RWSX	6041	FURX	930775
41	158904	RWSX	6042	FURX	930776
42	158905	RWSX	6043	FURX	930777
43	158906	RWSX	6044	FURX	930778
44	158907	RWSX	6045	FURX	930779
45	158908	RWSX	6046	FURX	930780
46	158909	RWSX	6047	FURX	930781

47	158910	RWSX	6048	FURX	930782
48	158911	RWSX	6049	FURX	930783
49	158912	RWSX	6050	FURX	930784
50	158913	RWSX	6051	FURX	930785
51	158914	RWSX	6052	FURX	930786
52	158915	RWSX	6053	FURX	930787
53	158916	RWSX	6054	FURX	930788
54	158917	RWSX	6055	FURX	930789
55	158918	RWSX	6056	FURX	930790
56	158919	RWSX	6057	FURX	930791
57	158920	RWSX	6058	FURX	930792
58	158921	RWSX	6059	FURX	930793
59	158922	RWSX	6060	FURX	930794
60	158923	RWSX	6061	FURX	930795
61	158924	RWSX	6062	FURX	930796
62	158925	RWSX	6063	FURX	930797
63	158926	RWSX	6064	FURX	930798
64	158927	RWSX	6065	FURX	930799
65	158928	RWSX	6066	FURX	930800
66	158929	RWSX	6067	FURX	930801
67	158930	RWSX	6068	FURX	930802
68	158931	RWSX	6069	FURX	930803
69	158932	RWSX	6070	FURX	930804
70	158933	RWSX	6071	FURX	930805
71	158934	RWSX	6072	FURX	930806
72	158935	RWSX	6073	FURX	930807
73	158936	RWSX	6074	FURX	930808
74	158937	RWSX	6075	FURX	930809
75	158938	RWSX	6076	FURX	930810
76	158939	RWSX	6077	FURX	930811
77	158940	RWSX	6078	FURX	930812
78	158941	RWSX	6079	FURX	930813
79	158942	RWSX	6080	FURX	930814
80	158943	RWSX	6081	FURX	930815
81	158944	RWSX	6082	FURX	930816
82	158945	RWSX	6083	FURX	930817
83	158946	RWSX	6084	FURX	930818
84	158947	RWSX	6085	FURX	930819
85	158948	RWSX	6086	FURX	930820
86	158949	RWSX	6087	FURX	930821
87	158950	RWSX	6088	FURX	930822
88	158951	RWSX	6089	FURX	930823
89	158952	RWSX	6090	FURX	930824
90	159043	RWSX	6091	FURX	930825
91	159044	RWSX	6092	FURX	930826
92	159045	RWSX	6093	FURX	930827
93	159046	RWSX	6094	FURX	930828
94	159047	RWSX	6095	FURX	930829
95	159048	RWSX	6096	FURX	930830
96	159049	RWSX	6097	FURX	930831
97	159050	RWSX	6098	FURX	930832

98	159051	RWSX	6099	FURX	930833
99	159052	RWSX	6100	FURX	930834
100	159053	RWSX	6101	FURX	930835
101	159054	RWSX	6102	FURX	930836
102	159055	RWSX	6103	FURX	930837
103	159056	RWSX	6104	FURX	930838
104	159057	RWSX	6105	FURX	930839
105	159058	RWSX	6106	FURX	930840
106	159059	RWSX	6107	FURX	930841
107	159060	RWSX	6108	FURX	930842
108	159061	RWSX	6109	FURX	930843
109	159062	RWSX	6110	FURX	930844
110	159063	RWSX	6111	FURX	930845
111	159064	RWSX	6112	FURX	930846
112	159065	RWSX	6113	FURX	930847
113	159066	RWSX	6114	FURX	930848
114	159067	RWSX	6115	FURX	930849
115	159068	RWSX	6116	FURX	930850
116	159069	RWSX	6117	FURX	930851
117	159070	RWSX	6118	FURX	930852
118	159071	RWSX	6119	FURX	930853
119	159072	RWSX	6120	FURX	930854
120	159073	RWSX	6121	FURX	930855
121	159074	RWSX	6122	FURX	930856
122	159075	RWSX	6123	FURX	930857
123	159076	RWSX	6124	FURX	930858
124	159077	RWSX	6125	FURX	930859
125	159078	RWSX	6126	FURX	930860
126	159079	RWSX	6127	FURX	930861
127	159080	RWSX	6128	FURX	930862
128	159081	RWSX	6129	FURX	930863
129	159082	RWSX	6130	FURX	930864
130	159083	RWSX	6131	FURX	930865
131	159084	RWSX	6132	FURX	930866
132	159085	RWSX	6133	FURX	930867
133	159086	RWSX	6134	FURX	930868
134	159087	RWSX	6135	FURX	930869

(Basic Group D, Lease Sch 4)